OSTER Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771 301-253-6040

L. L. Lenny of the Am

January // , 1996

Mr. Vernon Williams Surface Transportation Board 12th & Constitution Avenue, N.W. Washington, D.C. 20423

Dear Mr. Williams:

Mestylet - My hos

Enclosed for recording with the Surface Transportation Board is an Amended and Restated Memorandum of Security Agreement dated as of 12/29/95 which amends the Memorandum of Security Agreement dated 12/1/95 between Bank One, Springfield, Banc One Capital Partners II Ltd., Southern Illinois Railcar Company, and Southern Illinois Railcar Company, L.L.C., ICC Recordation #19805.

Please record this document as a secondary agreement to ICC Recordation #19805. The filing fee of \$21 is enclosed.

Sincerely,

Mary a Osty Mary Ann Oster

Research Consultant

Enclosures



Interstate Commerce Commission Washington, B.C. 20423-0001

1/11/96

Mary Ann Oster Research Consultant Oster Researching Services 12897 Colonial Mt. Airy, MD., 21771

Dear Hadam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/11/96 at 9:30AM , and assigned recordation number(s). 19305-A.

Sincerely yours, Militaries.

Vernon A. Williams Secretary

Enclosure(s)

\$\frac{21.00}{\text{The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature_

Enice M. Fort

*Kathyle:CLIENT/BANKONE/SIRC/FACILITY/SCHEDULE/MEMOSECamend doc 12/28/95

AMENDED AND RESTATED MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") dated as of December 29, 1995, is made by and between BANK ONE, SPRINGFIELD, an Illinois banking corporation, with an office at One East Old State Capitol Plaza, Springfield, Illinois 62701 (the "Bank"), BANC ONE CAPITAL PARTNERS II, LTD., an Ohio limited liability company ("BOCP II"), SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, with its chief executive office and principal place of business at One Mark Twain Bank Plaza, Suite 225, Edwardsville, Illinois 62025 and SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C., an Illinois limited liability company, with its chief executive office and principal place of business at One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025 (collectively, the "Borrowers").

Borrowers and Bank hereby state the following:

- 1. Borrowers and Bank are parties to that certain Loan Agreement dated as of December 1, 1995 (the "Loan Agreement"), whereby Bank has agreed to loan Borrowers certain funds to facilitate the purchase of the covered hopper and other types of railcars set forth on Exhibit A hereto (the "Exhibit A Railcars").
- 2. Borrowers and BOCP II are parties to that certain Senior Subordinated Note Purchase Agreement dated as of December 1, 1995 whereby BOCP II has agreed to loan Borrowers certain funds to facilitate the purchase of the Exhibit A Railcars.
- 3. To secure the payment and performance of any and all of Borrowers' obligations to Bank and BOCP II, Borrowers have, pursuant to that certain Security Agreement -Railcars dated as of December 1, 1995 (capitalized terms used herein and not otherwise defined shall have the meaning given them in the Security Agreement Railcars), granted to Bank, as agent for Bank and BOCP II, a continuing, first priority security interest in, and lien on, all of the Borrowers' right, title and interest in and to certain collateral including, without limitation, the Exhibit A Railcars and the covered hopper and other types of railcars set forth on Exhibit B hereto (together with the Exhibit A Railcars, the "Railcars") (the "Collateral"), to have and to hold all and every part of the Collateral unto the Bank, its successors and assigns, for its and their own use and benefit forever; such Collateral includes but is not limited to:

(a) the Railcars;

- (b) all improvements, additions, modifications, accessions, equipment, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired, and all substitutions and replacements of the Railcars described above;
- (c) all proceeds, casualty value payments or proceeds, settlement payments and requisition compensation from the sale, loss or other disposition of the Railcars;
- (d) all rights, claims and causes of action, if any, that the Borrowers may have now or in the future against any seller of the Railcars under the applicable Purchase

·Agreement or any manufacturer or re-builder of the Railcars (or any component thereof) or any other party, by Contract or otherwise, in respect of any defect in the Railcars or any part thereof;

- (e) all damages from time to time payable to or receivable by Borrower in respect of the Railcars;
- (f) all products or proceeds (cash and non-cash) of any of the foregoing; and
 - (g) all books and records relating to any of the foregoing.
- 4. Any lien or security interest created by the Memorandum of Security Agreement dated December 1, 1995 with regard to the covered hopper and other types of railcars set forth on Exhibit C hereto is hereby released and terminated.

IN WITNESS WHEREOF, the parties have caused this Memorandum to he executed as of the date first above written.

WITNESS:

SOUTHERN

ILLINOIS

RAILCAR

COMPANY

_

Fred L. Parsons
President

WITNESS:

Janice A: Tweedy

SOUTHERN ILLINOIS RAILCAR COMPANY, L.L.C.

Fred L. Parsons, Member

40 K

Eugenia M. Parsons, Member

Gary J. Goodman, Member

WITNESS:

Rv.

7//////

BANK ONE, SPRINGFIELD

3y: <u>/) ,</u> R

R. Todd Hovermale Assistant Vice President

WITNESS:

BANC ONE CAPITAL PARTNERS II, LTD.

By: BOCP Holdings Corporation, Manager

Bv:

James H. Wolfe

Authorized Signer

STATE OF Ollingia)	
)	SS
COUNTY OF Madeson)	

On this \mathfrak{J}_{i}^{per} day of December, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is the President of Southern Illinois Railcar Company, an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

WITNESS my hand and notarial seal.

"OFFICIAL SALAL!" DELORIS BINAROIN	3	Meioris Benardia
NOTABLE MESSIO — STATE OF THE MESSION CONCERNS ON CONCERNS OF THE MESSION TO THE MESSION OF THE		Notary Public
STATE OF <u>Attencia</u>)	SS:	
COUNTY OF Madiscre)	~~·	

On this April day of December, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Fred L. Parsons, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal

MC OBTOTAL SEACH

LALERIS EXMANDEN

NOTE: HUD - STATE C. FENNOIS

FRANCION COUNTY, L.

MY COST LE & ENVILES MAY 5, 1973

Moloris Brandin Notary Public STATE OF <u>Julinois</u>)

COUNTY OF <u>Thatiscs</u>)

On this Add day of December, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Eugenia M. Parsons, to me personally known, who being by me duly sworn, says that she is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

On this Agrand day of December, 1995, before me, a Notary Public of the County and State aforesaid, personally appeared Gary J. Goodman, to me personally known, who being by me duly sworn, says that he is a manager of Southern Illinois Railcar Company, L.L.C., an Illinois limited liability company, that said instrument was signed on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal

MC PETCIAL SEBER

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FAUTSON OBUSTOR, L.

MY COMMUNICATION FOR THE STATE OF TH

Letoria Denard

Notary Public

STATE OF Minor)	
COUNTY OF Lange men) (')	SS

On this 21 day of December, 1995, before me a Notary Public of the County and State aforesaid, personally appeared R. Todd Hovermale, to me personally known, who being by me duly sworn, says that he is Assistant Vice President of Bank One, Springfield, an Illinois banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Danna S. Barrico

STATE OF OHO)

COUNTY OF FRANKLIN)

TAMMI S. BARNES

NOTARY PUBLIC, STATE OF ILLINOIS

MY COMMISSION EXPIRES 2-9-98

On this 5th day of December, 1995, before me a Notary Public of the County and State aforesaid, personally appeared James H. Wolfe, to me personally known, who being by me duly sworn, says that he is an authorized signer of BOCP Holdings Corporation, which is the managing member of Banc One Capital Partners II, Ltd., that said instrument was signed on behalf of said limited liability company by authority of its managing member and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

AS WITNESS my hand and notarial seal

Notary 1 ublic

ARLENE F. von KUNSAY,
Attorney At Law
Notary Public - State Of Ohio
My commission has to capacitor date

Ohio Revised Code 147.03

EXHIBIT A

RAILCARS

SEE THE LISTS OF RAILCARS ATTACHED HERETO

EXHIBIT A

Thirty-four (34) used 5200 cu. ft. covered hopper cars, bearing the following identifying initials and unit numbers:

NV	V 172000	NW	172311	NW	172557	NW	172775
NV	V 172039	NW	172394	NW	172630	NW	172788
NV	172046	NW	172396	NW	172703	NM	172689
NV	V 172061	NW	172445	NW	172721	NW	172770
N	1 172086	NW	172482	NW	172723	NM	172774
NV	V 172116	NW	172488	NW	172742	MM	172786
NV	V 172189	NW	172513	NW	172750	NM	172797
NV	V 172205	NW	172524	NW	172752		
NV	V 172295	NW	172549	NW	172756		

EXHIBIT A Contd.

Fifteen (15) used 5200 cu. ft. covered hopper cars, bearing the following identifying initials and unit numbers:

NW 71733 NW 172984 NW 172818 NW 172824 NW 172848 NW 172871 NW 172892 NW 172904 NW 172913 NW 172915 NW 172921 NW 172945 NW 172969

EXHIBIT A Contd.

Eleven (11) used 5250 cu. ft. covered hopper cars, bearing the following identifying initials and unit numbers:

NW 171531 NW 171552 NW 171560 NW 171573 NW 171611 NW 171625 NW 171630 NW 171663 NW 171663 NW 171663

Exhibit A Contd.

Fifty Six (56) used Covered Hopper Railcars, bearing the following identifying initials and unit numbers:

SIRX	48	SIRX	188
SIRX	61	SIRX	191
SIRX	73	SIRX	192
SIRX	93	SIRX	194
SIRX	94	SIRX	202
SIRX	97	SIRX	204
SIRX	98	SIRX	206
SIRX	99	SIRX	208
SIRX	103	SIRX	211
SIRX	112	SIRX	212
SIRX	115	SIRX	213
SIRX	119	SIRX	214
SIRX	132	SIRX	215
SIRX	135	SIRX	217
SIRX	136	SIRX	218
SIRX	143	SIRX	222
SIRX	146	SIRX	224
SIRX	171	SIRX	226
SIRX	172	SIRX	227
SIRX	176	SIRX	228
SIRX	178	SIRX	229
SIRX	179	SIRX	231
SIRX	180	SIRX	233
SIRX	181	SIRX	234
SIRX	182	SIRX	237
SIRX	184	SIRX	240
SIRX	186	SIRX	1102
SIRX	187	SIRX	1108

Exhibit A Contd.

Fifty (50) used 5200 cube 100-Ton Trough Hatch Covered Hopper Railcars, bearing the following identifying initials and unit numbers:

520090

SIRX 520091 SIRX 520092 SIRX 520093 SIRX 520094 SIRX 520095 SIRX 520096 SIRX 520097

SIRX

SIRX	520048	
SIRX	520049	
SIRX	520050	
SIRX	520050	
	520051	
SIRX	520052	
SIRX	520052 520053	
SIRX	520054	
SIRX	520055	
SIRX	520056	
SIRX	520057	
SIRX	520058	
SIRX	520059 520060	
SIRX	520060	
SIRX	520061	
SIRX	520062	
SIRX	520061 520062 520063	
SIRX	520064	
SIRX	520065	
SIRX	520066	
SIRX	520067	
SIRX	520068 520069 520070 520071	
SIRX	520069	
SIRX	520070	
SIRX	520071	
SIRX	520072 520073 520074	
SIRX	520073	
SIRX	520074	
SIRX	520075	
SIRX	520076	
SIRX	520075 520076 520077	
SIRX	520078	
SIRX	520079	
SIRX	520080	
SIRX	520081	
SIRX	520082	
SIRX	520083	
SIRX	520084 520085	
SIRX	520085	
SIRX SIRX	520086 520087	
SIRX	520087	
SIRX	520088	
SIRX	520089	



DESCRIPTION OF EQUIPMENT

Sixty-four (64), 100-ton railcars currently bearing reporting marks as follows:

SIRX	470017	SIRX	470036	SIRX	470054	SIRX	470073
SIRX	470018	SIRX	470037	SIRX	470055	SIRX	470074
SIRX	470019	SIRX	470038	SIRX	470056	SIRX	470075
SIRX	470021	SIRX	470040	SIRX	470057	SIRX	470076
SIRX	470022	SIRX	470041	SIRX	470059	SIRX	470077
SIRX	470024	SIRX	470042	SIRX	470060	SIRX	470078
SIRX	470025	SIRX	470043	SIRX	470061	SIRX	470079
SIRX	470026	SIRX	470044	SIRX	470062	SIRX	470081
SIRX	470027	SIRX	470045	SIRX	470063	SIRX	470082
SIRX	470028	SIRX	470047	SIRX	470064	SIRX	470083
SIRX	470029	SIRX	470048	SIRX	470066	SIRX	470084
SIRX	470030	SIRX	470049	SIRX	470067	SIRX	470085
SIRX	470031	SIRX	470050	SIRX	470068	SIRX	470087
SIRX	470032	SIRX	470051	SIRX	470069	SIRX	470088
SIRX	470033	SIRX	470052	SIRX	470071	SIRX	470089
SIRX	470035	SIRX	470053	SIRX	470072	SIRX	470090

Seven (7) 100-ton railcars currently bearing reporting marks as follows:

SIRX 470020 SIRX 470046 SIRX 470023 SIRX 470058 SIRX 470034 SIRX 470065 SIRX 470039

Description of the Units:

One Hundred Eighty (180).000 cubic foot, 100-ton capacity, trough hatch covered hopper railcars manufactured by Magor Car Corporation in 1966 and 1967.

Units' Reporting Mark: SOU

Unit Numbers:

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96009, 96010, 96025, 96049, 96052, 96055, 96058, 96078, 96094, 96095,
96104, 96105, 96115, 96116, 96125, 96136, 96144, 96164, 96200, 96220,
96223, 96230, 96241, 96243, 96246, 96247, 96263, 96279, 96299, 96307,
96322, 96336, 96338, 96340, 96357, 96360, 96368, 96385, 96399, 96402,
96409, 96412, 96415, 96430, 96439, 96445, 96449, 96454, 96455, 96460.
96467, 96477, 96482, 96499, 96525, 96549, 96552, 96555, 96600, 96607,
96609, 96614, 96621, 96623, 96635, 96656, 96657, 96689, 95591, 96694,
96715, 96717, 96719, 96721, 96725, 96727, 96756, 96761, 96763, 96785F
96794, 96811, 96812, 96813, 96821, 96823, 96833, 96835, 96843, 96848.
96869, 96886, 96895, 96907, 96908, 96911, 96913, 96918, 96923, 96931, 96954, 96959, 96964, 96975, 96990, 97003, 97006, 97017, 97024, 97025, 97026, 97032, 97042, 97043, 97043, 97050, 97062, 97068, 97070, 97081, 97102, 97104, 97117, 97121, 97125, 97146, 97152, 97155, 97157, 97163, 97159, 97171, 97175, 97178, 97179, 97180, 97188, 97200, 97225,
97169, 97171, 97175, 97178, 97179, 97180, 97186, 97188, 97200, 97225, 97244, 97254, 97261, 97265, 97271, 97272, 97276, 97230, 97282, 97290, 97294, 97298, 97300, 97313, 97313, 97319, 97321, 97330.
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97511, 97513, 97524, 📹
                                             97656, 97677, 97688, 97689, 97697.
97592. S
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NW 171627 NW 171628 NW 171629 NW 171634 NW 171635 NW 171636

Exhibit A Contd.

5250 C.F. ROUND HATCH-OFFSET COVERED HOPPER CARS-SERIES NW 171500 - 171699

BILLING INSTRUCTION ON 88 CARS TO: FREIGHT CAR SERVERS DANVILLE IL NS-DANVILLE, CSX DELIVERY

NW 171500	NW 171563
NW 171501	NW 171565
NW 171502	NW 171567
NW 171503	NW 171568
NW 171504	NW 171569
NW 171505	NW 171570
NW 171507	NW 171572
NW 171508	NW 171574
NW 171509	NW 171575
NW 171510	NW 171577
NW 171511	NW 171579
NW 171512	NW 171581
NW 171513	NW 171582
NW 171515	NW 171584
NW 171516	NW 171585
NW 171518	NW 171586
NW 171519	NW 171587
NW 171520	NW 171590
NW 171521	NW 171591
NW 171522	NW 171593
NW 171524	NW 171594
NW 171527	NW 171595
NW 171528	NW 171596
NW 171529	NW 171599
NW 171530	NW 171600
NW 171532	NW 171603
NW 171533	NW 171606
NW 171534	NW 171607
NW 171536	NW 171609
NW 171537	NW 171610
NW 171538	NW 171615
NW 171539 NW 171540	NW 171616
	NW 171618
NW 171541	NW 171619
NW 171547	NW 171620
NW 171549	NW 171621
NW 171550	NW 171622
NW 171551 NW 171553	NW 171623
NW 171555	NW 171624
NW 171556	NW 171626
NW 171562	
NW 1/1302	

5250 C.F. ROUND HATCH-OFFSET COVERED HOPPER CARS-SERIES NW 171500 - 171699

BILLING INSTRUCTIONS ON 39 CARS TO:

METRO EAST IND. ALORTON, IL

MS-EAST ST. LOUIS, ALS DELIVERY

NW 171638 NW 171639 NW 171641 NW 171642 NW 171643 NW 171646 NW 171647 NW 171648 NW 171651 NW 171653 NW 171654 NW 171655 NW 171658 NW 171659 NW 171660 NW 171662 NW 171665 NW 171666 NW 171667 NW 171668 NW 171670 NW 171671 NW 171672 NW 171673 NW 171674 NW 171677 NW 171679 NW 171681 NW 171682 NW 171684 NW 171685 NW 171686 NW 171687

NW 171689 NW 171691 NW 171693 NW 171694 NW 171695 NW 171697

5200 C.F. TROUGH HATCH COVERED HOPPER CARS-SERIES NW 172000 - 172799

BILLING INSTRUCTIONS ON 15 CARS TO:

BUNGE

DECATUR, AL

NS-DECATUR, CSX DELIVERY

NW 172231

NW 172372

NW 172451

NW 172769

NW 172771

NW 172772

NW 172779

NW 172787

NW 172790

NW 172791

NW 172793

NW 172794

NW 172795

NW 172796 NW 172799

5200 C.F. ROUND HATCH-OFFSET COVERED HOPPER CARS-SERIES NW 71700 - 71750

BILLING INSTRUCTIONS ON 41 CARS TO: THE ANDERSONS \ HUGO YARD FORT WAYNE, IN NS-DELIVERY

NW 71700
NW 71701
NW 71706
NW 71708
NW 71709
NW 71712
NW 71714
NW 71715
NW 71717
NW 71719
NW 71720
NW 71722
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NW 71746
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NW 71748

NW 71749

NW 172976 NW 172977 NW 172979 NW 172981 NW 172986 NW 172993 NW 172996 NW 172998 NW 172999

5200 C.F. ROUND HATCH-OFFSET COVERED HOPPER CARS-SERIES NW 172000 - 172999

BILLING INSTRUCTIONS ON 65 CARS TO: THE ANDERSONS MAUMEE, OH NS-DELIVERY

14 44 172703
NW 172806
NW 172808
NW 172810
NW 172815
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NW 172821
NW 172822
NW 172825
NW 172827
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1117 112075

NW 172897

NW 172785

NW 172899 NW 172902 NW 172907 NW 172909 NW 172910 NW 172912 NW 172916 NW 172922 NW 172924 NW 172926 NW 172929 NW 172930 NW 172939 NW 172942 NW 172949 NW 172955 NW 172958 NW 172962 NW 172965 NW 172966 NW 172967 NW 172971 NW 172972 . NW 172974

EXHIBIT B

RAILCARS

SEE THE LIST OF RAILCARS ATTACHED HERETO

Exhibit B Railcais

	CAR NUMBER	ORIGINAL CAR NUMBER	CUBIC CAPACITY	BUILT DATE
1	MCPX004048		4000	11/62
2	SIRX004000	MCPX004000	4000	11/62
3	SIRX004001	MCPX	4000	11/62
4	SIRX004014	MCPX	4000	11/62
5	SIRX004022	MCPX	4000	11/62
6	SIRX004030	MCPX	4000	11/62
7	SIRX004032	MCPX	4000	11/62
3	SIRX004036	MCPX	4000	11/62
9	SIRX004038	MCPX	4000	11/62
10	SIRX004039	MCPX	4000	11/62
11	SIRX004042	MCPX	4000	11/62
12	SIRX004046	MCPX	4000	11/62
13	SIRX004050	MCPX	4000	11/62
14	SIRX004062	MCPX	4000	1/64
15	SIRX004069	MCPX	4000	1/64
16	SIRXOO5008	LUCX005008	4600	6/78
17	SIRX005014	LUCX005014	4600	6/78
13	GIRX005015	LUCX005015	4600	6/78
19	SIRX050161	LUCX005016	4 o C O	6/78
20	SIRX005026	LUCX005026	4600	6/78
21	SIRX005040	LUCX005040	4600	6/78
22	SIRX006050	RCMX006050	4600	5/78
23	SIRX006057	RCMX006057	4600	6/78
24	SIRX006059	RCMX006059	4500	6/78
25	SIRX006060	RCMX006060	4600	6/78
26	SIRX009323	RUSX009323	2600	7/68
27	SIRX165006	ATSF165006	7526	5/75
23	SIRX290014	ATSF301410	2300	3/62
29	31RX290015	ATSF301483	2700	9/62
30	WE 005019	LUCX005019	4600 4600	6/7 8 6/7 8
31	WE 006055	RCMX006055	4600	6/78
32	WE 006056	RCMX006056	4600 4600	6/78
33	WE 006058	RCMX006058		6/78
34	WE 050221	LUCX005022	4600	0//8

EXHIBIT C

RAILCARS

SEE THE LIST OF RAILCARS ATTACHED HERETO

Exhibit C

Twenty (20) used 4,000 Cubic Foot, 100-Ton Capacity, Trough Hatch Covered Hopper Railcars, bearing the following identifying initials and unit numbers:

SOU	97306	SOU	97318
SOU	97327	SOU	97332
SOU	97361	SOU	97370
SOU	97405	SOU	97426
SOU	97431	SOU	97462
SOU	97473	SOU	97509
SOU	97531	SOU	97533
SOU	97535	SOU	97579
SOU	97643	SOU	97648
SOU	97658	SOU	97683